

CALIFORNIA INDUSTRIAL DEVELOPMENT FINANCING ADVISORY COMMISSION

Request to Approve Issuance of Tax-Exempt Bonds and Transfer Industrial Development Bond (IDB) Allocation

**Centinela Feed, Inc.
Application No. 11-001**

January 25, 2011

SUMMARY

Borrower – Centinela Feed, Inc. and/or a related entity

User – The Lotus Pet Food, Inc. and/or a related entity

Issuer – California Municipal Finance Authority (CMFA)

Location – City of Torrance, Los Angeles County

Requested Bond Issuance – \$4 million tax-exempt IDBs

Requested IDB Allocation – \$4 million

Public Benefit Points Awarded – 45 points out of 147 possible

Staff Recommendation – Approval

BACKGROUND

At its November 17, 2010 meeting, CIDFAC approved an Initial and Final Resolution and tax-exempt Industrial Development Bond (IDB) allocation for CMFA on behalf of the Centinela Feed, Inc. Project. Borrower and GE Government Finance were not able to close the transaction by the December 31, 2010 deadline for the use of the allocation. The \$4 million in tax-exempt IDB allocation was returned to the California Debt Limit Allocation Committee (CDLAC), which reallocated it to other private activity pools as carryforward.¹

The Project remains the same as it was presented at the November 17, 2010 CIDFAC meeting.

¹ Note that Industrial Development Bonds is the one category of private activity bonds which cannot be financed with allocation carried over from one calendar year to the next.

THE COMPANY

Centinela Feed, Inc. (Centinela or the Borrower) and The Lotus Pet Food, Inc. (Lotus or the User) were incorporated in California in 1994 and 2003, respectively. Centinela Feed, Inc. is a wholly owned subsidiary of Proximity, LLC. Proximity also is the parent company of Intershore International, Inc., which is an exporter of pet food to China.

Centinela Feed, Inc. currently operates 13 retail locations within the greater Los Angeles area, and each location sells pet supplies such as dog food, cat food, treats, toys, collars, and leashes, but no live animals. The stores also offer grooming services, training, and occasional veterinary services. 2727 Maricopa, Inc. which is owned by Chris Nakagawa and Dwight Nakagawa, owns and operates a 123,000 square foot distribution/manufacturing center in the City of Torrance which is leased to Proximity, Centinela and Lotus. Lotus is a manufacturer of organic pet food. Centinela sells its products to pet food distributors and at its retail stores.

The principal members of Proximity, which owns 100% of Borrower, are as follows:

Chris Nakagawa	60%
Dwight Nakagawa	<u>40%</u>
Total:	<u>100%</u>

The principal stockholders of the User are as follows:

Chris Nakagawa	60%
Dwight Nakagawa	35%
Daron Matsuura	<u>5%</u>
Total:	<u>100%</u>

THE PROJECT

Under The Lotus Pet Food, Inc., the Borrower will begin manufacturing its pet food at their 123,000 square foot distribution center located in the City of Torrance. The manufacturing was previously conducted at a co-packer facility in Canada, but the Borrower recently decided to bring the manufacturing in-house due to quality control issues with the co-packer. Bond proceeds will be used to acquire and install new pet food manufacturing equipment.

Anticipated Project and Issuance Costs

Acquisition and Installation of New Equipment	\$4 million
Cost of Issuance	<u>80,000</u>
<u>Total</u>	<u>\$4,080,000</u>

Timeline

The equipment is anticipated to be installed and operational by spring of 2011.

Financing Details

CMFA will issue a tax-exempt bond on a private placement basis. GE Government Finance, Inc. (GEGF), which is a qualified institutional buyer (QIB) as defined by the U.S. Securities and Exchange Commission (SEC) Rule 144A, will purchase the bond. The bond will be issued within 90-days of the Commission's approval and will:

- Be secured by guarantees of shareholders and related entities; and,
- Have a fixed interest rate at the time of closing and a 90 month maturity date.

The bonds will be issued in accordance with CIDFAC's private placement policy, which has the following requirements:

- The bond purchaser must be a sophisticated investor as defined under SEC Rule 144A.
- The sophisticated investor must sign a "traveling" sophisticated investor letter, which will outline the requirements and restrictions and will follow the bonds in the event the bonds are re-sold or traded at a later date.
- The security for the private placement debt must be collateral provided by the borrower, including the Project.
- The bonds will be issued in minimum denominations of \$250,000.

Financing Team

- Issuer: CMFA
- Trustee: Marshall & Ilsley Trust Company
- Private Placement Purchaser: GE Government Finance
- Bond Counsel: Jones Hall, a Professional Law Corporation

PROJECT EVALUATION

PUBLIC BENEFITS: The project received 45 points out of a possible 147, pursuant to the scoring system approved by the California Debt Limit Allocation Committee (CDLAC) for evaluating IDB projects. The evaluation is detailed below:

A. Community Economic Need (0 of 25 points).

1. Unemployment Rate of the Project Area (0 of 10 points). In accordance with CDLAC procedures, points are awarded in this category if the 2009 unemployment rate of the county sub-area in which the project is located is at least 125 percent of the 2009 statewide rate. The unemployment rate for this project area is 50.9 percent of the statewide rate. Therefore, the project received no points.

2. Poverty Rate of Project Area (0 of 5 points). In accordance with CDLAC procedures, the most recent data from the U.S. Bureau of the Census, which in this case is Census 2000 data, is used to determine if the project qualifies for points in this category. Points are awarded in this category if the poverty rate is at least 110 percent of the statewide rate. The poverty rate for this project area is 5.8 percent, which is 54.72 percent of the Census 2000 statewide rate of 10.6 percent.

3. Special Designation Area (0 of 5 points). The project is not located in a special designation area.

4. Median Family Income (0 of 5 points). In accordance with CDLAC procedures, the most recent data from the U.S. Bureau of the Census, which in this case is from Census 2000, is used to determine if the project qualifies for points in this category. Points are awarded if the project is located in an area with a median family income of less than 80 percent of the statewide average. The project is located in Los Angeles County, census tract 6504, where the average median family income is \$73,781. The median family income for the State of California is \$53,025. So, the median family income for the project area is 139.1 percent of the statewide average. Therefore, the project received no points.

B. Job Creation (35 of 35 points). Points are awarded in this category based on the borrower and/or user's representation that it will use its best efforts to increase the number of direct, full-time employees at the project site within two years of project completion. The company represents that it currently employs 3 direct, full-time employees at the project site. The company represents that it anticipates hiring an additional 30 direct, full-time employees within two years of completion of the project. Based on this representation, this equates to a 1,000 percent increase in employees.

C. Job Retention (0 of 10 points). The company did not provide written documentation regarding moving its operations to another state or closing its operations, absent the IDB financing. Therefore, the project received no points.

D. Average Hourly Wage (10 of 10 points). In accordance with CDLAC procedures, the most recent data from the Bureau of Labor Statistics, which in this case is May 2009, is used to determine if the project qualifies for points in this category. Points are awarded if the company's average hourly wage is at least 105 percent of the nearest Metropolitan Statistical Area (MSA) average hourly wage. The company's average hourly wage is \$22.54, while the MSA for the Los Angeles-Long Beach-Santa Ana area had an average 2009 manufacturing wage of \$12.49. Therefore, the company's average hourly wage is 180.4 percent of the average manufacturing wage for the Los Angeles area.

E. Workforce and Economic Development (0 of 15 points).

1. Welfare-to-Work Plan (0 of 5 points). The company provided no information indicating the company's participation in a Welfare-to-Work program.

2. Workforce Training (0 of 5 points). The company provided no information indicating the company's participation in a workforce training program.

3. Exports Outside California (0 of 5 points). The company provided no information indicating that the company exports its product outside California.

F. Health Care Benefits (0 of 15 points). The company provided insufficient information regarding the medical benefits for its employees.

G. Payment of Retirement Benefits (0 of 5 points). The company provided no information indicating the company contributes to employee retirement benefits.

H. Environmental Stewardship (0 of 27 points).

1. Land Use (0 of 3 points). This project does not involve the reuse of a vacant land or buildings.

2. Public Transit Corridor (0 of 4 points). The company did not provide information regarding the project site being within a public transit corridor.

3. Energy Efficiency and Renewable Energy (0 of 15 points). The company did not provide information regarding the project's energy efficiency.

4. Manufacturer of Certified Environmentally Preferable Products (0 of 5 points). The company provided no information indicating the project produces or will produce environmentally preferable products.

I. Leveraging (0 of 5 points). This project does not involve the use of leveraging.

RELOCATION OF COMPANY OPERATIONS

The company will remain at its current location in the City of Torrance in Los Angeles County.

QUALIFICATION OF BOND ISSUANCE

Based on the proposed financial structure and the application and other materials submitted to CIDFAC for the proposed Project, staff believes the bonds that will be issued in connection with the project: (a) will be adequately secured; (b) will be fair, just and equitable to a purchaser of the bonds; and (c) will not defraud the bond purchaser. Final determination of qualification of the bonds will be subject to review of final bond documents prior to the issuance of bonds.

STATUS OF PERMITS/OTHER REQUIRED APPROVALS

- On May 21, 2010, CMFA executed an Inducement Resolution in an amount not to exceed \$4 million of tax-exempt IDBs for the Project. CMFA adopted a final resolution for the project on November 12, 2010.
- The City of Torrance held a TEFRA hearing on June 25, 2010. No comments in support of or in opposition to the project were received.
- The project is an equipment-only purchase, and therefore does not require additional, discretionary permits.

LEGAL QUESTIONNAIRE

Staff reviewed the borrower's/user's responses to the questions contained in the Legal Status portion of the application. The responses did not disclose any information that raises questions concerning the financial viability or legal integrity of the company.

CIDFAC FEES

In accordance with CIDFAC regulations, the borrower has paid CIDFAC an application fee of \$1,250 and will pay a closing fee of up to \$10,000.²

RECOMMENDATION

Staff recommends approval of Initial and Final Resolution No. 11-001 for \$4 million in tax-exempt bonds and Allocation Resolution No. 11-01-001 for \$4 million in tax-exempt IDB allocation for the issuer for the Centinela Feed, Inc. Project. The approval shall be contingent upon CDLAC's award of sufficient tax-exempt IDB allocation to CIDFAC. Staff's recommendation is subject to staff analysis and approval of final bond documents and receipt of bond counsel's opinion as set forth in Initial and Final Resolution No.11-001.

² California Code of Regulations Title 10, Chapter 8, Article 3, §6070

INITIAL AND FINAL RESOLUTION
OF THE
CALIFORNIA INDUSTRIAL DEVELOPMENT FINANCING
ADVISORY COMMISSION (CIDFAC)
INDUSTRIAL DEVELOPMENT BONDS
IR/FR #: 11-001

WHEREAS, the California Municipal Finance Authority (the “Applicant”) has transmitted the application of Centinela Feed, Inc. (the “Project Sponsor”) for the issuance of \$4,000,000 in tax-exempt bonds under the provisions of the California Industrial Development Financing Act, and has transmitted said application to the California Industrial Development Financing Advisory Commission (the “Commission”) and the information necessary to permit review of said application by the Commission, and has informed the Commission that it has adopted a resolution declaring its intention to issue such bonds and that the City of Torrance held a public hearing regarding the issuance of the bonds and has approved the issuance of the bonds by the Applicant; and

WHEREAS, the Commission has reviewed the application and the materials submitted with the application.

NOW, THEREFORE, the Commission resolves as follows;

Section 1. The Commission, based on its review of the application and the information submitted therewith, does determine that:

(a) the public benefits described in the application likely will substantially exceed any public detriment from the issuance of the bonds in the total principal amount of \$4,000,000; and

Section 2. The Commission conditionally finds that the proposed issuance of the bonds qualifies under the provisions of Article 5 of Title 10 of the Government Code, and further finds that:

Agenda Item – 4.B.1.

(a) the bonds will be adequately secured and the funds available to the Applicant will be sufficient to pay the principal of and interest on the bonds to be issued; and

(b) based on its review of the preliminary material submitted to it and as provided for under Government Code Section 91571, the proposed issuance will be fair, just and equitable to a purchaser of the bonds, and that the bonds proposed to be issued and the methods to be used by the Authority in issuing them will not be such as will work a fraud upon the purchaser thereof.

Section 3. The Commission determines that it is appropriate to the proposed transaction that the qualification of the proposed issuance be subject to the following conditions:

(a) the Bond Counsel Opinion, when ready for execution, shall be submitted to Commission staff;

(b) the final legal documents, when ready for execution, shall be submitted to Commission staff for its review. Submitted documents shall include:

(i) Escrow Agreement

(ii) Loan Agreement,

(iv) Tax Certificate and Agreement, and;

(v) Other documents which, in the opinion of Commission staff, are necessary to the review of the transaction;

(c) the Commission staff shall determine that the final documents associated with the transaction have been developed in form and content substantially similar to the representations in the application on which are based the findings under Section 2. above;

Agenda Item – 4.B.1.

(d) the bonds, when issued, are within the maximum limitation of bonds authorized in the California Industrial Development Financing Act (Section 91573(a) of California Government Code);

(e) the Commission shall receive all applicable fees prior to the issuance of the bonds, unless the bond documents indicate that such fees are to be paid from the proceeds of the bonds; and

(f) the Project Sponsor agrees to comply with Section 91533(l) of the Government Code relating to the payment of prevailing wages.

Section 4. This Resolution shall cease to be effective if the above-described bonds have not been issued within six months after the date of adoption of this Resolution.

Section 5. In compliance with the provision of the California Industrial Development Financing Act (Section 91754 California Government Code), the qualification of the proposed bond issue by this resolution is permissive only, and does not constitute a recommendation or endorsement of the bonds so qualified by the Commission.

**THE CALIFORNIA INDUSTRIAL DEVELOPMENT
FINANCING ADVISORY COMMISSION
RESOLUTION NO. 11-01-001
RESOLUTION TRANSFERRING A PORTION OF THE 2011 STATE CEILING
FOR QUALIFIED PRIVATE ACTIVITY BONDS FOR A
SMALL-ISSUE INDUSTRIAL DEVELOPMENT PROJECT**

WHEREAS, the California Industrial Development Financing Advisory Commission (the “Commission”) expects that the California Debt Limit Allocation Committee (“CDLAC”) will award allocation to the Commission at its January 26, 2011 meeting for the purpose of awarding a portion of the allocation to local and State issuers of Industrial Development Bonds; and

WHEREAS, subject to the award of such allocation, the Commission has the authority to transfer a portion of its allocation to local and State issuers; and

WHEREAS, the Commission has received an application (“Application”) from the California Municipal Finance Authority (“Applicant”) requesting a transfer to the Applicant of a portion of the 2011 State Ceiling on Qualified Private Activity Bonds (the “State Ceiling”) under Section 146 of the Internal Revenue Code of 1986, as amended, for use by the Applicant to issue bonds or other obligations (“Bonds”) for a project as specifically described in Exhibit A (“Project”) (capitalized terms used herein and not otherwise defined shall have the meanings ascribed thereto in the Procedures of the CDLAC Implementing the Allocation of the State Ceiling on Qualified Private Activity Bonds (“CDLAC’s Procedures”)); and

WHEREAS, the Project Sponsor (as defined in Exhibit A) has represented certain facts and information concerning the Project in the Application, which the Applicant has confirmed; and

WHEREAS, in evaluating the Project and potential allocation of a portion of the State Ceiling to the Applicant for the benefit of the Project, the Commission has relied upon the

written facts and information provided in the Application and otherwise by the Project Sponsor and the Applicant; and

WHEREAS, it is appropriate for the Commission to approve a transfer of a portion of the State Ceiling (“Allocation”) in order to benefit the Project described in the Application contingent upon the action of CDLAC to award such Allocation in sufficient amount to the Commission.

NOW, THEREFORE, the California Industrial Development Financing Advisory Commission resolves as follows:

Section 1. Upon the award of a sufficient amount of Allocation by CDLAC to the Commission, an amount of the State Ceiling equal to \$4,000,000 shall be deemed to be transferred by the Commission to the Applicant. Such Allocation may be used only by the Applicant and only for the issuance of Bonds for the Project, as specifically described in Exhibit A. All of the terms and conditions of Exhibit A are incorporated as though fully set forth herein (this resolution, together with Exhibit A, hereinafter referred to as the “Resolution”).

Section 2. The terms and conditions of this Resolution shall be incorporated in appropriate documents relating to the Bonds, and the Project Sponsor, the Applicant and their respective successors and assigns will be bound by such terms and conditions.

Section 3. Any modification to the Project made prior to the issuance of the Bonds must be reported to the Executive Director and, if the Executive Director determines such modification to be material in light of the Commission’s Procedures, such modification shall require reconsideration by the Commission before the Allocation may be used for the Project. Once the Bonds are issued, the terms and conditions set forth in this Resolution shall be enforceable by the Commission through an action for specific performance or any other available remedy, provided however, that the Commission agrees not to take such action or enforce any such remedy that would

be materially adverse to the interests of the Bondholders. The Commission may, as circumstances warrant, consent to changes in the terms and conditions set forth in this Resolution in the event the Commission is advised of changes in the Project.

Section 4. Prior to the issuance of the Bonds, any material changes in the structure of the credit enhancement and not previously approved by the Commission shall require approval of the Commission Chair or the Executive Director.

Section 5. The Applicant is not authorized to use the Allocation transferred hereby to make a carryforward election with respect to the Project. The Applicant is not authorized to transfer the Allocation to any governmental unit in the State other than this Commission.

Section 6. The potential Allocation transferred herein shall automatically revert to this Commission unless the Applicant has issued Bonds for the Project by the close of business within 90 days of the award of Allocation. In the case of extreme hardship, the Executive Director may extend this date by up to five (5) business days.

Section 7. Within twenty-four (24) hours of using the Allocation to issue the Bonds, the Applicant shall notify the Commission's staff and CDLAC's staff in writing (which may be by electronic or facsimile communication) that the Allocation has been used. Each notification to the Commission and to CDLAC shall identify the Applicant, the project or program, the date the Allocation was used, and the amount of the Allocation used.

Section 8. Within fifteen (15) calendar days of the issuance of the Bonds, the Applicant or its counsel shall formally transmit to CDLAC information regarding the issuance of the Bonds by submitting, in a form prescribed by and made available by CDLAC a completed Report of Action Taken.

Section 9. Any differences between the amount of Bonds issued and the amount of the Allocation granted in Section 1 of this Resolution shall automatically revert to the

Commission. If at any time prior to the expiration date set forth in Section 6 of this Resolution the Applicant determines that part or all of the Allocation will not be used to issue Bonds by that date, the Applicant shall take prompt action by resolution of its governing board or by action of its authorized officer to return such unused Allocation to the Commission.

Section 10. The staff of the Commission is authorized and directed to transmit a copy of this Resolution to the Applicant together with a request that the Applicant retain, for the term of the Bonds, a copy of this Resolution in the Applicant's official records. The Commission staff is further directed to retain a copy of this Resolution in the files of the Commission (or any successor thereto) for the same period of time.

Section 11. In consideration of the potential Allocation to be transferred to the Applicant and the Project Sponsor, the Applicant and the Project Sponsor shall comply with all of the terms and conditions contained in this Resolution and ensure that these terms and conditions are included in the documents related to the Bonds. Further, the Applicant and the Project Sponsor expressly agree that the terms and conditions of this Resolution may be enforced by the Commission through an action for specific performance or any other available remedy, provided however, that the Commission expressly agrees not to take such action or enforce any such remedy that would be materially adverse to the interests of the Bondholders. In addition, the Applicant and the Project Sponsor shall ensure that the Bond documents, as appropriate, expressly provide that the Commission is a third party beneficiary of the terms and conditions set forth in this Resolution.

Section 12. The Project Sponsor or its successor-in-interest shall provide certifications of compliance with the terms and conditions set forth in this Resolution when reasonably requested by the Commission.

Section 13. This Resolution shall take effect upon its adoption.

EXHIBIT A

**RESOLUTION NO: 11-01-001
(A SMALL-ISSUE INDUSTRIAL DEVELOPMENT PROJECT)**

1. Applicant: CMFA
2. Application No.: 11-001
3. Project Sponsor: Centinela Feed, Inc. and/or a related entity
4. Project User: The Lotus Pet Food, Inc. and/or a related entity
5. Project Name: Centinela Feed, Inc. Project
6. Project Description: Acquisition and Installation of New Equipment
7. Address: 2727 Maricopa Street
Location: Torrance, CA 90503
County: Los Angeles County
8. Amount of Allocation: \$4,000,000
9. The Project Sponsor has represented that it reasonably expects the Borrower/User will use its best efforts to create 30 additional, direct full-time positions within two years of the completion of the Project.